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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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ANNUAL AUDITED REPORT  
FORM X-17A-5 \*  
PART III

SEC FILE NUMBER
8-44414

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING July 1, 2011 AND ENDING June 30, 2012  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: GATES Capital Corporation

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

100 Park Avenue – 22<sup>nd</sup> Floor

New York

(City)

(No. and Street)

New York

(State)

OFFICIAL USE ONLY

FIRM I.D. NO.

10017

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Young Whi Kim

(212) 661-8686

(Area Code – Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

WeiserMazars LLP

(Name – if individual, state last, first, middle name)

60 Crossways Park Drive West

(Address)

Woodbury

(City)

NY

(State)

11797

(Zip Code)

CHECK ONE:

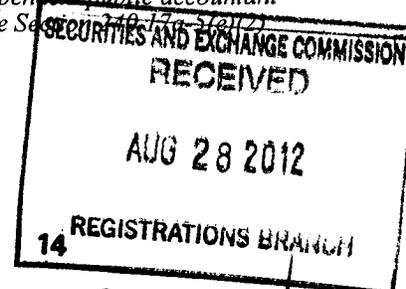
- Certified Public Accountants
- Public Accountant
- Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 17a-5(a)(2).

SEC 1410 (06-02)

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OATH OR AFFIRMATION

I Young Whi Kim, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of GATES Capital Corporation, as of June 30, 2012, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

JARED M. KURTZER  
Notary Public, State of New York  
No. 01KU6094699  
Qualified in Nassau County  
Commission Expires July 29, 2015

[Signature]  
Signature  
CEO  
Title

[Signature] 8/14/12  
Notary Public

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- (o) Independent Auditors' Report on Internal Accounting Control.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



**GATES  
CAPITAL  
CORPORATION**  
*Government  
& Tax Exempt  
Securities*

**SEC  
Mail Processing  
Section**

August 24, 2012 **AUG 28 2012**

**Washington DC  
102**

Securities and Exchange Commission  
Office of Filings and Information Systems  
Registrations Branch  
Mail Stop 8031  
100 F Street, NE  
Washington, DC 20549

Gentlemen:

In accordance with Rule 17a-5(d)(6), we are enclosing two copies of our annual audited report for the year ended June 30, 2012.

Very truly yours,

**GATES CAPITAL CORPORATION**

Enc.

Securities and Exchange Commission  
Northeast Regional Office  
3 World Financial Center, Suite 400  
New York, NY 10281-1022  
Attn: Broker/Dealer Department

*100 Park Avenue  
New York, NY 10017  
Tel: 212-661-8686  
Fax: 212-370-0153*

**GATES**  
**CAPITAL**  
**CORPORATION**  
*Government*  
*& Tax Exempt*  
*Securities*



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**STATEMENT OF FINANCIAL CONDITION**

**JUNE 30, 2012**

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*100 Park Avenue*  
*New York, NY 10017*  
*Tel: 212-661-8686*  
*Fax: 212-370-0153*

**GATES Capital Corporation**  
**Statement of Financial Condition**  
**June 30, 2012**

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**Assets**

Cash	\$ 134,906
Deposit with clearing broker	100,000
Receivable from broker-dealer and clearing organization	473,948
Remarketing fees receivable	103,604
Securities owned, at fair value	2,713,435
Interest receivable	53,625
Advances to related parties	129,000
Fixed assets, net	53,605
Other assets	<u>138,662</u>

**Total assets** \$ 3,900,785

**Liabilities and Stockholders' Equity**

**Liabilities**

Accrued expenses and other liabilities	\$ 1,628,784
Deferred remarketing fees	95,803
Income taxes payable	8,081
Deferred tax liability	<u>6,800</u>

**Total liabilities** 1,739,468

**Stockholders' equity**

Common stock, \$1 par value; 10,000 shares authorized, 5,000 shares issued and outstanding	5,000
Additional paid-in capital	1,257,880
Retained earnings	<u>1,109,840</u>
	2,372,720

Less: Stock subscriptions receivable (211,403)

**Total stockholders' equity** 2,161,317

**Total liabilities and stockholders' equity** \$ 3,900,785

The accompanying notes are an integral part of this financial statement.

# **GATES Capital Corporation**

## **Notes to Financial Statement**

**June 30, 2012**

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### **1. Nature of Operations**

GATES Capital Corporation (the "Company") was incorporated on November 18, 1991, under the laws of New York State. The Company is a registered broker and dealer pursuant to Section 15(b) of the Securities Exchange Act of 1934. The Company is a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC). The Company specializes in buying, selling, underwriting, and remarketing municipal securities.

### **2. Summary of Significant Accounting Policies**

#### **Revenue Recognition**

Securities transactions and the related revenues and expenses are recorded on the trade date.

Investment banking revenues include gains, losses, and fees, net of syndicate expenses, arising from securities offerings in which the Company acts as an underwriter or agent, and are recorded as follows: management fees on offering date, sales concessions on settlement date, and underwriting and remarketing fees at the time the transaction is completed and the income is reasonably determinable.

#### **Securities Owned and Securities Sold, Not Yet Purchased**

Securities owned and securities sold, not yet purchased, are carried at fair value and the resulting unrealized gains and losses are reflected in trading income.

#### **Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation. Depreciation is computed using accelerated methods over the estimated useful lives of the assets, which range from 5 to 7 years.

#### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### **Cash Equivalents**

From time to time, the Company has highly liquid investments with original maturities of three months or less when purchased, which are deemed to be cash equivalents.

#### **Income Taxes**

The Company uses the asset and liability method to calculate deferred tax assets and liabilities. Deferred taxes are recognized based on the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using enacted tax rates expected to apply to taxable income in the years in which those differences are expected to be recovered or settled. The Company records a valuation allowance against a deferred tax asset when it is more likely than not that the deferred tax asset will not be realized.

# GATES Capital Corporation

## Notes to Financial Statement

June 30, 2012

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The Company has adopted the authoritative guidance issued, as it pertains to accounting for uncertainty in income taxes. This standard prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken by the Company. As of June 30, 2012, the Company determined that it had no uncertain tax positions which affected its financial position and its results of operations or its cash flows and it will continue to evaluate for uncertain tax positions in the future. The Company is no longer subject to examination by federal, state, or local taxing authorities for years prior to June 30, 2009.

### 3. Securities Owned and Securities Sold, Not Yet Purchased

Securities owned and securities sold, not yet purchased, consist of trading and investment securities at fair value, as follows:

	<u>Owned</u>	<u>Sold, Not Yet Purchased</u>
State and municipal obligations	\$ 2,698,321	\$ -
Corporate debt securities, non-convertible	15,114	-
	<u>\$ 2,713,435</u>	<u>\$ -</u>

### 4. Advances to Related Parties

As of June 30, 2012, advances to related parties consist of one note to an officer/stockholder of the Company in the amount of \$129,000. The borrowing by the officer/stockholder bears interest at the prime rate, which was 3.25% per annum at June 30, 2012, and is due on June 30, 2014. The borrowing by the officer/stockholder is secured by the officer/stockholder's investment in the Company. In the event the borrower resigns or is terminated, the unpaid principal balance and interest become due immediately.

### 5. Fixed Assets, Net

A summary of fixed assets is as follows:

	<u>Amount</u>
Office and computer equipment	\$ 448,632
Furniture and fixtures	<u>23,879</u>
	472,511
Accumulated depreciation	<u>(418,906)</u>
	<u>\$ 53,605</u>

### 6. Stock Subscriptions Receivable

As of June 30, 2012, stock subscriptions receivable consist of notes issued to six employees/stockholders for the purchase of the Company's stock. Interest on these notes is at prime, which was 3.25% per annum at June 30, 2012, and is payable annually in arrears. The notes are due June 30, 2014, and amount to \$211,403.

In the event that a subscriber resigns, is terminated from employment, or ceases to be a stockholder of the Company, the unpaid principal balance and interest become due immediately.

# GATES Capital Corporation

## Notes to Financial Statement

June 30, 2012

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### 7. Clearance Agreement

The Company has an agreement with a clearing organization to execute and clear, on a fully disclosed basis, customer and proprietary accounts of the Company. The Company is required to maintain a deposit of \$100,000 with the clearing organization. As part of the agreement, the clearing organization executes all orders, settles contracts and transactions in securities, and engages in all cashiering functions, including the receipt, delivery, and transfer of securities purchased, sold, borrowed, or loaned and the receipt and distribution of interest and principal payments. The Company has agreed to pay the clearing organization for its services pursuant to a fee arrangement based generally on a flat rate per trade, subject to certain minimum fee levels.

In addition to clearing services, the clearing organization provides the financing for the Company's securities inventory, within specified limits, at interest rates equal to the broker's loan rate (5.12% per annum at June 30, 2012). At June 30, 2012, the Company had a balance of \$473,948 due from the clearing organization.

### 8. Net Capital Requirements

The Company is subject to the uniform net capital requirements of rule 15c3-1 of the Securities and Exchange Commission, as amended, which requires a broker-dealer to have, at all times, sufficient liquid assets to cover current indebtedness. In accordance with the rule, the Company is required to maintain defined minimum net capital of the greater of \$100,000 or 1/15 of aggregate indebtedness. At no time may the ratio of aggregate indebtedness to net capital exceed 15 to 1.

At June 30, 2012, the Company had net capital, as defined, of \$1,559,179, which exceeded the required minimum net capital of \$115,511 by \$1,443,668. Aggregate indebtedness at June 30, 2012, totaled \$1,732,668. The ratio of aggregate indebtedness to net capital was 1.11 to 1.

### 9. Leases

The Company has an operating lease for its office space in Manhattan. The lease expired on September 30, 2011. The Company signed a new lease commencing October 1, 2011 and expiring September 30, 2016.

Future minimum rental payments under this lease are as follows:

Year Ending <u>June 30,</u>	<u>Amount</u>
2013	\$ 212,312
2014	212,312
2015	212,312
2016	212,312
2017	<u>53,076</u>
	<u>\$ 902,324</u>

# GATES Capital Corporation

## Notes to Financial Statement

June 30, 2012

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### 10. Leased Employees

The Company entered into an agreement with ADP TotalSource to outsource its human resource function. As a result, ADP TotalSource provides employees and employee benefits to the Company through a leased employee/co-employer arrangement, whereby the former employees of the Company became employees of ADP TotalSource and are leased back to the Company for a fee. Expenses associated with this arrangement are recorded in the accompanying Statement of Income as leased employees compensation and benefits.

### 11. Income Taxes

A deferred tax liability has been established to account for the temporary differences arising from the excess of depreciation for tax purposes over the amount for financial reporting purposes and partially offset by the straight-lining of rent adjustment for financial reporting purposes that is not deductible for tax purposes.

### 12. Fair Value Measurements

The Company accounts for its financial instruments at fair value, which is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels is explained below:

Level 1: Valuations are based on unadjusted quoted prices in active markets for identical assets and liabilities that the Company has the ability to access. Valuation adjustments are not applied to Level 1 securities, because valuations are based on quoted prices that are readily and regularly available in an active market and valuation of these securities does not entail a significant degree of judgment.

Level 2: Pricing inputs are other than quoted market prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments which are generally included in this category include corporate debt, less liquid and restricted equity securities and warrants.

Level 3: Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Investments in this category generally include interests in corporate private equity.

# GATES Capital Corporation

## Notes to Financial Statement

June 30, 2012

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The following are the major categories of assets and liabilities measured at fair value on a recurring basis and summarized by the fair value hierarchy as described above, as of June 30, 2012.

Description	Classification	Total	Level 1	Level 2	Level 3
State and municipal obligations	Asset	\$ 2,698,321	\$ 2,698,321	\$ -	\$ -
Corporate debt securities, non-convertible	Asset	15,114	15,114	-	-
		<u>\$ 2,713,435</u>	<u>\$ 2,713,435</u>	<u>\$ -</u>	<u>\$ -</u>

### 13. Off-Balance-Sheet Risk and Concentration of Credit Risk

Transactions with the clearing organization may expose the Company to off-balance-sheet risk in the event that the clearing organization is unable to fulfill its obligations. The Company does not maintain margin accounts for its customers, and therefore, there were no excess margin securities. However, the Company may be liable for chargebacks on introduced customer accounts carried by the clearing organization.

The Company, as part of its normal trading activities, assumes short positions in its inventory. The establishment of short positions exposes the Company to off-balance-sheet risk in the event prices increase, as the Company may be obligated to acquire the securities at prevailing market prices.

### 14. Employees' Retirement Plan

The Company sponsors a defined contribution plan under section 401(k) of the Internal Revenue Code. The plan covers substantially all of the Company's employees following the completion of three months of service and provides for participants to defer salary up to statutory limitations. The Company is required to match 100% of the first 4% of eligible compensation deferred by the employee.

### 15. Subsequent Events

The Company has evaluated subsequent events through August 22, 2012, the date the financial statement was available for issuance.

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The Company's Statement of Financial Condition as of June 30, 2012, is available for examination at the office of the Company and at the Regional Office of the Securities and Exchange Commission.

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### Independent Auditors' Report

To the Board of Directors  
GATES Capital Corporation

We have audited the accompanying statement of financial condition of GATES Capital Corporation (the "Company") as of June 30, 2012, that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the financial position of GATES Capital Corporation as of June 30, 2012, in conformity with accounting principles generally accepted in the United States of America.



Woodbury, NY  
August 22, 2012